

# **EXHIBIT D**

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ASSIGNMENT OF PROPRIETARY LEASE

KNOW THAT. WILLIAM R. WRIGHT & MARILYN A. WRIGHT [collectively],  
Assignor, in consideration of the sum of ONE (\$1.00) DOLLAR paid by [collectively]  
WILLIAM R. WRIGHT  
Assignee, and for other good and valuable consideration, does hereby assign unto Assignee a certain lease (the  
"Lease") made by 310 WEST 56TH STREET CORPORATION ("Lessor Corporation") with Assignor.  
or his predecessor in interest, dated March 27 1980, for Apartment 14-A in  
Premises 310 West 56 St.

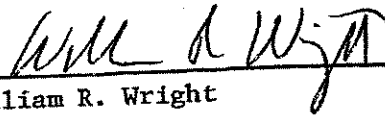
, New York, New York.

TO HAVE AND TO HOLD the same unto Assignee, his personal representatives and assigns, from and  
after May 2 19 85, for all the rest of the term of the Lease, or any renewals or extensions  
thereof, and subject to the covenants, conditions and limitations therein contained.

Subject to the trust fund provisions of Section Thirteen of the Lien Law.

Assignor represents to Assignee and to Lessor Corporation that (1) there are no claims, security interests  
or liens against the Lease or the shares allocated to said Apartment, (2) Assignor has full right and authority to  
assign the Lease and shares, (3) there are no unsatisfied judgments, tax liens or undischarged bankruptcy  
proceedings either of record or outstanding against Assignor, and (4) there are no filed mechanic's liens for  
work performed within the Apartment or materials supplied on account of such work.


IN WITNESS WHEREOF, Assignor has executed this Assignment on May 2 .1985

  
William R. Wright

  
Marilyn A. Wright

State of New York }  
County of New York } ss.:

On this 2nd day of May 19 85, before me personally came  
William R. & Marilyn A. Wright, to  
me known and known to me to be the individual(s) described in and who executed the foregoing instrument,  
and duly acknowledged to me that they executed the same.

  
Notary Public

STATE OF NEW YORK     )  
                                  ) ss.:  
COUNTY OF NEW YORK    )

On this 2nd day of May 1985, before me personally came Marilyn A. Wright, to me known and known to me to be the individual described in and who executed the foregoing instrument, and duly acknowledged to me that she executed the same.

Wendy P. Gerzog

WENDY P. GERZOG  
Notary Public, State of New York  
No. 30-4759910  
Qualified in Nassau County  
Certificate filed in New York County  
Term Expires March 30, 1986

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**ACCEPTANCE OF ASSIGNMENT AND  
ASSUMPTION OF LEASE**

KNOW THAT WILLIAM R. WRIGHT

[collectively] the Assignee named in a certain instrument of assignment from  
WILLIAM R. WRIGHT & MARILYN A. WRIGHT [collectively], as Assignor,  
hereby accepts the assignment of a certain lease (the "Lease"), dated March 27, 1980,  
made by 310 WEST 56TH STREET CORPORATION  
("Lessor Corporation") as lessor, and Assignor, or his predecessor in interest, as lessee, for Apartment  
14-A in premises 310 West 56 St.  
New York, New York, which assignment is effective as of May 2, 1985.

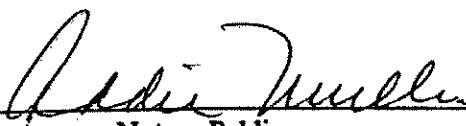
Assignee hereby agrees with Assignor and with Lessor Corporation to pay all the installments of  
rent and perform the covenants and conditions on the Lessee's part to be paid and performed under  
the Lease, from and after the effective date of the assignment.

IN WITNESS WHEREOF, Assignee has executed this Acceptance on May 2, 1985.

  
\_\_\_\_\_  
William R. Wright

State of New York |  
County of New York | ss.:

On this 2nd day of May, 1985, before me personally came  
William R. Wright  
to me known and known to me to be the individual(s) described in and who executed the foregoing  
instrument, and duly acknowledged to me that he executed the same.

  
\_\_\_\_\_  
Notary Public

ADDIE MULLIN  
Notary Public, State of New York  
No. 81-450155  
Qualified in New York County  
Certificate filed in New York County  
Commission Expires March 30, 1987